

Union Pacific Corporation



Jack E. Jerrett
Senior Corporate Attorney

0100 573005
RECORDATION NO. 10466-G FILED 1425

FEB 13 1995 - 4 42 PM

INTERSTATE COMMERCE COMMISSION

February 7, 1995

FEDERAL EXPRESS

Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Re: Western Pacific Railroad Company
Equipment Trust Agreement Dated 5/1/79

Dear Mr. Strickland:

Enclosed please find an original and three counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of January 30, 1995, by The Chase Manhattan Bank (National Association), as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 10466.

I have enclosed a fee of \$21. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed.

Sincerely,

JEJ:cee
Enclosures

cc: Michael J. Staffenbeal



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

FEBRUARY 13, 1995

JACK E. JERRETT
UNION PACIFIC CORPORATION
MARTIN TOWER, EIGHTH & EATON AVE
BETHLEHEM PA 18018

Dear

MR. JERRETT:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 2/13/95 at 4:45PM, and
assigned recordation number(s). 10466-G

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

FEB 13 1995 -4 12 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE
AND
DECLARATION OF PAYMENT

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, the Western Pacific Railroad Company, a Delaware corporation (the "WP"), and the Chase Manhattan Bank (National Association), a national banking association organized and existing under the laws of the United States of America (the "Trustee"), entered into an Equipment Trust Agreement, dated as of May 1, 1979, which was filed and recorded pursuant to 49 U.S.C. §11303 on June 11, 1979 and assigned Recordation No. 10466; (i) a First Supplement, dated as of March 1, 1980, amending such Equipment Trust Agreement, which was filed and recorded pursuant to 49 U.S.C. §11303 on March 21, 1980 and assigned Recordation No. 10466-A; (ii) a Second Supplement, dated as of May 1, 1980, amending such Equipment Trust Agreement, which was filed and recorded pursuant to 49 U.S.C. §11303 on May 15, 1980 and assigned Recordation No. 10466-B; (iii) a Third Supplement, dated as of April 3, 1989, amending such Equipment Trust Agreement, which was filed and recorded pursuant to 49 U.S.C. §11303 on April 18, 1989 and assigned Recordation No. 10466-E; and (iv) a Fourth Supplement, dated as of December 28, 1992, amending such Equipment Trust Agreement, which was filed and recorded pursuant to 49 U.S.C. §11303 on December 30, 1992 and assigned Recordation No. 10466-F (the Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement") covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the

Trustee has issued \$20,729,500 aggregate principal amount of the Western Pacific Railroad Company Equipment Trust Certificates, First 1979 Series (hereinafter called the Trust Certificates); and

WHEREAS, on October 1, 1994, Union Pacific Railroad Company, a Utah corporation and successor to the WP (the "Company"), made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the

Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company,
its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be
executed under its corporate seal by its officers thereunto duly authorized this
day of January, 1995.

THE CHASE MANHATTAN BANK
(NATIONAL ASSOCIATION),
As Trustee

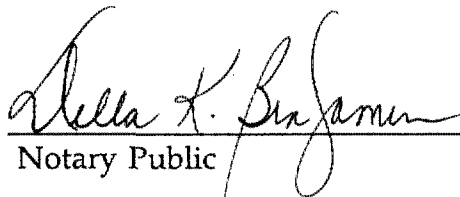
By: Valerie Kynar

Attest:

Mary Lemick

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 30th day of January, 1995, before me personally appeared VALERIE DUNBAR, to me personally known, who being by me duly sworn, said that he or she is a SECOND VICE PRESIDENT of the Chase Manhattan Bank (National Association), the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Notary Public

DELLA K. BENJAMIN
Notary Public, State of New York
No. 24-4659667
Qualified in Kings County
Commission Expires April 30, 1995

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SCHEDULE A

WESTERN PACIFIC RAILROAD
CONDITIONAL SALE AGREEMENT DATED 5/1/79
DESCRIPTION OF EQUIPMENT AS OF OCTOBER 1, 1994

BOXCARS

WP	38126	WP	38172	WP	38217	WP	38260	WP	38308
WP	38127	WP	38173	WP	38218	WP	38261	WP	38309
WP	38128	WP	38174	WP	38219	WP	38262	WP	38311
WP	38129	WP	38175	WP	38220	WP	38263	WP	38312
WP	38130	WP	38176	WP	38221	WP	38265	WP	38313
WP	38131	WP	38177	WP	38222	WP	38266	WP	38314
WP	38132	WP	38178	WP	38223	WP	38267	WP	38315
WP	38133	WP	38179	WP	38224	WP	38269	WP	38316
WP	38134	WP	38180	WP	38225	WP	38270	WP	38317
WP	38135	WP	38181	WP	38226	WP	38271	WP	38318
WP	38136	WP	38182	WP	38227	WP	38272	WP	38319
WP	38137	WP	38183	WP	38228	WP	38274	WP	38320
WP	38138	WP	38184	WP	38229	WP	38275	WP	38321
WP	38139	WP	38185	WP	38230	WP	38276	WP	38322
WP	38140	WP	38186	WP	38231	WP	38277	WP	38323
WP	38141	WP	38187	WP	38232	WP	38278	WP	38324
WP	38142	WP	38189	WP	38233	WP	38279	WP	38325
WP	38143	WP	38190	WP	38234	WP	38280		
WP	38144	WP	38191	WP	38235	WP	38281	WP	67052
WP	38146	WP	38192	WP	38236	WP	38282	WP	67053
WP	38147	WP	38193	WP	38238	WP	38283	WP	67054
WP	38148	WP	38194	WP	38239	WP	38284		
WP	38149	WP	38195	WP	38240	WP	38285		
WP	38152	WP	38196	WP	38241	WP	38286		
WP	38153	WP	38197	WP	38242	WP	38287		
WP	38154	WP	38198	WP	38243	WP	38289		
WP	38155	WP	38199	WP	38244	WP	38290		
WP	38156	WP	38202	WP	38245	WP	38291		
WP	38157	WP	38203	WP	38247	WP	38293		
WP	38158	WP	38204	WP	38248	WP	38294		
WP	38159	WP	38205	WP	38249	WP	38296		
WP	38160	WP	38206	WP	38250	WP	38297		
WP	38161	WP	38208	WP	38251	WP	38298		
WP	38163	WP	38209	WP	38252	WP	38299		
WP	38164	WP	38210	WP	38253	WP	38300		
WP	38165	WP	38211	WP	38254	WP	38302		
WP	38166	WP	38212	WP	38255	WP	38303		
WP	38167	WP	38213	WP	38256	WP	38304		
WP	38168	WP	38214	WP	38257	WP	38305		
WP	38170	WP	38215	WP	38258	WP	38306		
WP	38171	WP	38216	WP	38259	WP	38307		

HOPPER CARS

WP	12001	WP	12047	WP	12093	UP	84540
WP	12003	WP	12048	WP	12094	UP	84541
WP	12004	WP	12049	WP	12095	UP	84542
WP	12005	WP	12050	WP	12096	UP	84543
WP	12006	WP	12051	WP	12097		
WP	12007	WP	12052	WP	12098	UP	83162
WP	12008	WP	12053	WP	12099	UP	83163
WP	12009	WP	12054	WP	12100	UP	83164
WP	12010	WP	12055			UP	83165
WP	12011	WP	12056	UP	84505		
WP	12012	WP	12057	UP	84506		
WP	12013	WP	12058	UP	84507		
WP	12014	WP	12059	UP	84508	UP	8230
WP	12015	WP	12061	UP	84509	UP	8231
WP	12016	WP	12062	UP	84510	UP	8232
WP	12017	WP	12063	UP	84511	UP	8233
WP	12018	WP	12064	UP	84512	UP	8234
WP	12019	WP	12065	UP	84513	UP	8235
WP	12020	WP	12066	UP	84514		
WP	12021	WP	12067	UP	84515		
WP	12022	WP	12068	UP	84516		
WP	12023	WP	12069	UP	84517	UP	906
WP	12024	WP	12070	UP	84518	UP	907
WP	12025	WP	12072	UP	84519	UP	908
WP	12026	WP	12073	UP	84520	UP	909
WP	12028	WP	12074	UP	84521		
WP	12029	WP	12075	UP	84522		
WP	12030	WP	12076	UP	84523		
WP	12031	WP	12077	UP	84524		
WP	12032	WP	12078	UP	84525		
WP	12033	WP	12079	UP	84526		
WP	12034	WP	12080	UP	84527		
WP	12035	WP	12081	UP	84528		
WP	12036	WP	12082	UP	84529		
WP	12037	WP	12083	UP	84530		
WP	12038	WP	12084	UP	84531		
WP	12039	WP	12085	UP	84532		
WP	12040	WP	12086	UP	84533		
WP	12041	WP	12087	UP	84534		
WP	12042	WP	12088	UP	84535		
WP	12043	WP	12089	UP	84536		
WP	12044	WP	12090	UP	84537		
WP	12045	WP	12091	UP	84538		
WP	12046	WP	12092	UP	84539		

AUTO RACKS

UP 8230
UP 8231
UP 8232
UP 8233
UP 8234
UP 8235

LOCOMOTIVES

UP 906
UP 907
UP 908
UP 909